

**GODFREY & KAHN, S.C.**

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Timothy F. Nixon, Esq.

**Hearing Date and Time:**

October 3, 2019 at 10:00 a.m.

*Counsel to A.O. Smith Corporation*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

Chapter 11

SEARS HOLDING CORPORATION, *et al.*,

Case No. 18-23538 (RDD)

Debtors.

(Jointly Administered)

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**JOINDER BY A.O. SMITH CORPORATION TO SUPPLEMENTAL  
OBJECTION OF MIEN CO. LTD. *ET AL* TO CONFIRMATION OF THE  
MODIFIED SECOND AMENDED JOINT CHAPTER 11 PLAN OF SEARS  
HOLDINGS CORPORATION AND ITS AFFILIATED DEBTORS AND TO  
TERMINATE EXCLUSIVITY [DOC 5266]**

A.O. Smith Corporation (“A.O. Smith”), a creditor with a pending 11 U.S.C. §503(b)(9) claim of \$608,749.87 filed March 29, 2019 as claim no. 12509, submits this joinder to the supplemental objection of Mien Co. Ltd. *et al* to confirmation of the modified second amended joint chapter 11 plan (“Plan”) of Sears Holdings Corporation and its affiliated debtors and to terminate exclusivity (the “Mien Supplemental Objection”) [Doc 5266], and represents and states as follows:

1. Despite the efforts of the parties, and their advisors, the Plan does not comply with 11 U.S.C. § 1129(a)(9)(A). It must.

2. There is a sort of Roman Empire Praetorian Guard quality to the case. Please refer to ¶ 7 of the *Mien Supplemental Objection*. Creditors should not be treated worse than the professionals. Bankruptcy is about the creditors.

3. A large dollar amount of unsecured creditors with claims voted against the Plan

4. The Court should not confirm the Plan, as proposed, at this time.

Dated: Green Bay, Wisconsin  
October 1, 2019

**GODFREY & KAHN, S.C.**

/s/ Timothy F. Nixon

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